


Kitex Garments Limited

(CIN: L18101KL1992PLC006528)

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 Ernakulam - 683561, Kerala, Phone: 91 484 2585000, Fax: 91 484 2680604

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Notice

Notice is hereby given that the 33rd Annual General Meeting of the Members of Kitex Garments Limited will be held on Wednesday, September 17, 2025 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) at 11.00 A.M. (IST) to transact the following business: -

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS – STANDALONE & CONSOLIDATED

To receive, consider and adopt Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the year ended March 31, 2025 together with the Report of the Board of Directors and Independent Auditors report thereon.

2. DECLARATION OF FINAL DIVIDEND

To declare a final Dividend of ₹ 0.50 per fully paid-up Ordinary (equity) Share of face value ₹ 1/- each for the Financial Year 2024-25 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT a final dividend of ₹ 0.50/- (Fifty Paise only) per fully paid-up Ordinary (equity) share of ₹ 1/- (Rupee one) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company.”

3. APPOINTMENT OF A DIRECTOR RETIRING BY ROTATION

To appoint a director in place of Mr. Sabu M Jacob (DIN: 00046016), who retires by rotation as director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sabu M Jacob (DIN: 00046016), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. SABU M JACOB (DIN: 00046016) AS CHAIRMAN AND MANAGING DIRECTOR

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee of the Directors subject to such other approvals/ permission, if any, as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sabu M Jacob (DIN: 00046016) as Chairman and Managing Director of the Company in the capacity as Key Managerial Personnel for a term of 3 years effective from August 16, 2025 till August 15, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and forming part of this notice with a liberty to Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit within the limits specified in Schedule V to the Act including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in any financial year during the tenure of Mr. Sabu M Jacob, Managing Director, the Company has no profits or inadequate profits, the remuneration as detailed in the explanatory statement shall be paid as minimum remuneration subject to the provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

5. RE-APPOINTMENT OF MRS. SUMI FRANCIS (DIN: 08950675) AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on recommendation of the Nomination and Remuneration Committee, Mrs. Sumi Francis (DIN: 08950675), who was appointed as an Independent Director of the Company at the 29th Annual General Meeting of the Company for a period of five years, i.e., from November 13, 2020 to November 12, 2025 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from November 13, 2025 to November 12, 2030 (both days inclusive)."

"RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto."

6. APPOINTMENT OF M/S. SVJS & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITOR OF THE COMPANY

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof) upon the recommendation of the Board of Directors of the Company, M/s. SVJS & Associates, Practicing Company Secretaries, Kochi (Peer Review No. 6215/2024) be and is

hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 on such terms and conditions including remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

7. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to increase the authorized share capital of the Company from ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 25,00,00,000 (Twenty Five Crores) equity shares of ₹1/- each (Rupee One only) to ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) equity shares of ₹1/- each (Rupee One only) each ranking pari-passu in all respect with the existing equity shares of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is ₹ 50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹1/- (Rupee One only) each."

"RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to do all things incidental and ancillary thereto."

8. TO APPROVE CAPITAL RAISING BY WAY OF ISSUANCE OF EQUITY SHARES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP")

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Sections 23, 42, 62(1) (c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including

any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") where the equity shares of face value of ₹ 1 each of the Company (the "Equity Shares") are listed, subject to completion of ongoing scheme of arrangement between Kitex Garments Limited and Kitex Childrenswear Limited and their respective shareholders and creditors, and subject to other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, Kerala at Ernakulam ("RoC"), the Government of India ("GOI") and such other governmental/ statutory/ regulatory authorities in India or abroad ("Appropriate Authorities"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid Appropriate Authorities, which may be agreed to by the Board of Directors of the Company ("Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter to be constituted for the time being, for exercising the powers conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue, and allot such number of Equity Shares (hereinafter collectively referred to as "Securities") (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("QIP"), and follow on public offer or a combination thereof, to any eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/

pension funds/venture capital funds/ banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, in one or more tranches, for an aggregate amount of up to ₹ 3,000 Crores (Rupees Three Thousand Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto("Issue")."

RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, following provisions of Chapter VI of the SEBI ICDR Regulations shall apply:

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company.
2. the allotment of Securities shall only be made to Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;
3. the allotment of the Securities, or any combination of the Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act 2013, and/or applicable and relevant laws/guidelines, from time to time;
4. the Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis.
5. the tenure of the convertible or exchangeable Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;

6. the Securities to be created, offered, issued and allotted in terms of this resolution shall rank pari-passu in all respects including entitlement to dividend, with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);
7. the Securities allotted in the QIP shall not be eligible for sale by the respective allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
8. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; It is clarified that QIBs belonging to same group or under same control shall be deemed to be single allottee;
9. no partly paid-up Equity Shares shall be issued/allotted;
10. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to promoter in terms of the SEBI ICDR Regulations; and
11. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions."

"RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP."

"RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;"

"RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed."

"RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of associations and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company."

“RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.”

“RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or as may be necessary in accordance with the terms of the Issue.”

“RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, listing, premium/discount, permitted under applicable law (now or hereafter), allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may

arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to any Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as such Committee may deem fit in its absolute discretion.”

“RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

9. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX APPAREL PARKS LIMITED

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, read with Company’s policy on materiality of

and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/ Transaction(s)/ Arrangement(s) with Kitex Apparel Parks Limited, a related party within the meaning of Sec 2(76) of the Act and Reg 2(1)(zb) of Listing Regulations, and for such transactions as given in the explanatory statement on such terms and conditions as Board may deem fit, upto a maximum aggregate amount of ₹ 3,600 Crores (Rupees Three Thousand and Six Hundred Crores only) for a period not exceeding fifteen months from the 33rd Annual General Meeting, provided that Contract(s)/ Transaction(s)/ Arrangement(s) so carried out shall at all times be in the ordinary course of Company's business and also at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Directors of the Company as it may consider appropriate in order to give effect to this resolution."

10. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX CHILDRENSWEAR LIMITED

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, read with Company's policy on materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into a Contract(s)/ Transaction(s)/ Arrangement(s) with Kitex Childrenswear Limited, a related party within the meaning of Sec 2(76) of the Act and Reg 2(1)(zb) of Listing Regulations, for such transactions as given in the explanatory statement on such terms and conditions as Board may deem fit, upto a

maximum aggregate amount of ₹ 400 Crores (Rupees Four Hundred Crores only) for a period not exceeding fifteen months from the 33rd Annual General Meeting provided that Contract(s)/ Transaction(s)/ Arrangement(s) so carried out shall at all times be in the ordinary course of Company's business and also at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time be authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Directors of the Company or to any one or more Directors of the Company as it may consider appropriate in order to give effect to this resolution."

11. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH KITEX USA LLC

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, read with Company's policy on materiality of and dealing with Related Party transaction and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a Contract(s)/ Transaction(s)/ Arrangement(s) with KITEX USA LLC a related party within the meaning of Sec 2(76) of the Act and Reg 2(1)(zb) of Listing Regulations, for such transactions as given in the explanatory statement, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of ₹ 300 Crores (Rupees Three Hundred Crores only) for a period not exceeding fifteen months from the 33rd Annual General Meeting however that Contract(s)/ Transaction(s)/ Arrangement(s) so carried out shall at all times be in the ordinary course of Company's business and also at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the company and/or the Audit Committee as may be applicable from time to time authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the

above Resolution, sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Board of the Company in order to give effect to this resolution.”

12. MATERIAL RELATED PARTY TRANSACTION(S) OF IDENTIFIED SUBSIDIARY OF THE COMPANY, VIZ, KITEX APPAREL PARKS LIMITED (KAPL) WITH KITEX BUILDING SYSTEMS L.L.C-FZ, RELATED PARTIES OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/ statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Building Systems L.L.C-FZ related parties of the Company, on such terms and conditions as may be mutually agreed between these identified subsidiary of the Company and Kitex Building Systems L.L.C-FZ, for an aggregate value not exceeding ₹ 400 Crores (Rupees Four Hundred Crores only) for a period not exceeding fifteen months from the 33rd Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are carried out at an arm’s length pricing basis and in the ordinary course of business.”

13. MATERIAL RELATED PARTY TRANSACTION(S) OF IDENTIFIED SUBSIDIARY OF THE COMPANY, VIZ, KITEX APPAREL PARKS LIMITED (KAPL) WITH KITEX CHILDRENSWEAR LIMITED, RELATED PARTIES OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/ statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Childrenswear Limited (KCL), related parties of the Company, on such terms and conditions as may be mutually agreed between these identified subsidiary of the Company and KCL, for an aggregate value not exceeding ₹ 2,800 Crores (Rupees Two Thousand and Eight Hundred Crores only) for a period not exceeding fifteen months from the 33rd Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are carried out at an arm’s length pricing basis and in the ordinary course of business.”

By Order of the Board of Directors
For **Kitex Garments Limited**

Kizhakkambalam
August 04, 2025

Dayana Joseph
Company Secretary
Mem No: ACS 61808

Notes:**1. AGM through VC/OAVM**

Ministry of Corporate Affairs ("MCA") vide its Circular dated September 19, 2024 in continuation of its earlier circulars on the subject ("MCA Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till September 30, 2025 without the physical presence of the members at a common venue. Accordingly, the 33rd AGM of the Company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of the quorum for the AGM as per Section 103 of the Act. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Building No. VI/496, Kizhakkambalam, Vilangu P.O, Aluva, Ernakulam – 683561, Kerala.

2. Proxy

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. Electronic dispatch of Notice and Annual Report

In compliance with the MCA Circulars and SEBI Circulars, latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), Notice of the AGM and Annual Report is being send only through electronic mode to those members based on benpos date, ie, August 15, 2025, whose e-mail addresses are registered with the Company/Depositories.

Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website www.kitexgarments.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

In compliance with Regulation 36(1)(b) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), a letter providing the web-link, including the path, where complete details of the Annual Report is available is being sent to those members whose e-mail addresses are not registered with the Company/RTA/Depositories.

4. Explanatory Statement/Special Business

The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the special business under Items No. 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13 as set out in the notice is annexed herewith.

5. Particulars of Directors

The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment as set out at Items No.3, 4 and 5 at this AGM are also annexed to this Notice.

6. Closure of Register of Members and Share Transfer Books

The Register of Members and Share Transfer Books of the Company will remain closed from September 10, 2025 to September 17, 2025 (both days inclusive).

7. Inspection of documents

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act along with all documents referred to in the Notice will be available for inspection by the members up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email to sect@kitexgarments.com.

8. Dividend

If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source (TDS) will be made on or before October 16, 2025 as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on September 10, 2025;
- ii. To all Members whose names appear in the Registrar of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on September 10, 2025;

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 01, 2020, and the Company is required to deduct tax at source from dividends paid to the members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance act, 2020 and the amendments thereof.

9. Dematerialisation of Shares

SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, has mandated that with effect from, April 1, 2019, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition and

relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Moreover, SEBI vide its circular no. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, has decided to open a special window only for the purpose of re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. The shares that are re-lodged for transfer during the aforesaid period shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent, M/s. Cameo Corporate Services Limited ("Cameo") at Subramanian Building, No. 1, Club House Road, Chennai - 600002, Tamil Nadu, Tel: 044-40020741, Online Investor Portal: <https://wisdom.cameoindia.com/>, Email Id: investor@cameoindia.com for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <http://www.kitexgarments.com/faq/>

10. Issuance of securities in dematerialized form in case of investor service requests

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated January 25, 2022 has mandated that the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <http://www.kitexgarments.com/wp-content/uploads/2024/03/ISR-4.pdf>. It may be noted that any service request can be processed only after the folio is KYC compliant.

11. PAN, KYC, Nomination and Bank details

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated all listed entities to ensure that members holding shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the respective RTA. Accordingly, members are requested to update the requisite details and the forms for updating the same are available at <https://www.kitexgarments.com/>.

Service requests or investor complaints from any member, cannot be processed by RTA until registration/updation

of PAN, KYC, Nomination and Bank account details in the records of the Company's RTA. Members holding shares in electronic form are requested to submit their PAN, KYC, Bank and Nomination details to their depository participants.

12. Intimating Changes

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** register/update the details in prescribed Form ISR-1 and other relevant forms with RTA of the Company by writing to them at M/s. Cameo Corporate Services Limited ("Cameo") at Subramanian Building, No. 1, Club House Road, Chennai - 600002, Tamil Nadu. Shareholders may download the prescribed forms from the Company's website at <https://www.kitexgarments.com/>

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. Unclaimed Dividend

- i. Members are requested to note that dividends if not encashed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. Accordingly, the dividend declared for all the financial years ended upto March 31, 2017 had been transferred to Investor Education and Protection Fund (IEPF). Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in.
- ii. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2025 are uploaded on the website of the Company under the main head "investors relations" and can be accessed through the link www.kitexgarments.com. Details of unpaid and unclaimed dividends up to March 31, 2025 are also uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.
- iii. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016,

as amended, the Company will transfer to the IEPF Authority, during financial year 2025-26, all shares in respect of which dividend had remained unpaid or unclaimed for seven (7) consecutive years or more as on the due date of transfer, i.e., September 01, 2025. Details of shares so far transferred to the IEPF/ Authority are available on the website of the Company under main head "investor's relation" and the same can be accessed through the link: <https://www.kitexgarments.com/>. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

- iv. Members may note that shares as well as unclaimed dividends transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on <https://www.iepf.gov.in/>.
- v. Details of dividend declared for the financial years from 2017-18 onwards are given below:

Financial Year	Declared on	Dividend yield	Amount paid per equity share (₹)	Due date for transfer to IEPF
2017-18 (Final)	28.07.2018	75%	0.75	01.09.2025
2018-19 (Final)	28.08.2019	150%	1.50	02.10.2026
2019-20 (Interim)	11.02.2020	150%	1.50	18.03.2027
2020-21 (Final)	07.09.2021	150%	1.50	12.10.2028
2021-22 (Final)	29.08.2022	150%	1.50	03.10.2029
2022-23 (Final)	30.09.2023	150%	1.50	04.11.2030
2023-24 (Final)	28.09.2024	150%	1.50	02.11.2031

- vi. The Company had released an Advertisement dated May 21, 2025 in National Daily viz., The Hindu Business Line and Regional language daily viz., Chandrika for transferring unpaid/ unclaimed dividend and unclaimed shares of the Company to Investor Education and Protection Fund (IEPF) Account as per Section 124(6) of the Companies Act, 2013. The Company had also sent individual communication dated May 20, 2025 to the shareholders concerned whose dividend remains unpaid or unclaimed for a period of seven (7) consecutive years since 2018, at their registered address and shares are liable to be transferred to IEPF account under the aforesaid Rules, for taking appropriate action(s) by the shareholder concerned. The complete details of unpaid or unclaimed dividends and shares due for transfer are available on the website of the Company ie., www.kitexgarments.com.
- vii. For any communication, the shareholders may also send requests to the Company's investor e-mail IDs: investor@kitexgarments.com or sect@kitexgarments.com

agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The remote e-voting period commences on Sunday, September 14, 2025 (9:00 a.m. I.S.T.) and ends on Tuesday, September 16, 2025 (5:00 p.m. I.S.T.). During this period, members holding shares either in physical form or in dematerialised form, as on Wednesday, September 10, 2025, i.e. 'cut-off date', may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
5. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

14. Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
10. Mr. Sreekumar P S, Partner of M/s. SVJS & Associates, Company Secretaries, Kochi have been appointed as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner.
11. The result of the e-voting (votes cast during the AGM and votes cast through remote e-voting) will be announced within two working days after the conclusion of the AGM on the Company's website at www.kitexgarments.com and will also be communicated to the stock exchanges.
12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/ authorization letter to the Company's email id: sect@kitexgarments.com
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kitexgarments.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency

for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

The instructions for remote e-voting/ e-voting and attending AGM through VC/ OVAM are as under:

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The remote e-voting period commences on Sunday, September 14, 2025 (9:00 a.m. I.S.T.) and ends on Tuesday, September 16, 2025 (5:00 p.m. I.S.T.). During this period, members holding shares either in physical form or in dematerialised form, as on Wednesday, September 10, 2025, i.e. 'cut-off date', may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to the latest SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode

- iv. In terms of latest SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant Kitex Garments Limited on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sect@kitexgarments.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sect@kitexgarments.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) by email to Company/ RTA to investor@cameoindia.com with cc to sect@kitexgarments.com.
2. For demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED/ APPOINTED AT THE MEETING ARE GIVEN BELOW:

A. MR. SABU M JACOB

Name of Director	Mr. Sabu M Jacob
Date of Birth and Age	11.05.1962; 63 years of age
Qualification	BA Economics
Experience and expertise in specific functional areas	Mr. Sabu M. Jacob (DIN: 00046016) has been involved in the promotion and the Management of the Company as Managing Director right from its inception. He is having more than 30 years of experience in the field of garments industry.
Directorship held in other Companies	<ul style="list-style-type: none"> • Kitex Garments Limited as Chairman & Managing Director • Kitex Apparel Parks Limited as Managing Director • Kitex Childrenswear Limited as Director • Kitex Babywear Limited as Director • Kitex Kidswear Limited as Director • Kitex Knits Limited as Director • Kitex Littlewear Limited as Director • Kitex Building Systems Limited as Director • Kitex Herbals Limited as Director • Kitex Infantswear Limited as Director
Listed entities other than Kitex Garments Limited in which the person holds Directorships and Committee Membership	None
Listed entities from which the person has resigned in the past three years	None
Details of terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Refer the Directors Report. Please also refer to Item No. 4 of explanatory statement.
Date of first appointment on the Board	16.08.1993
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to the any Director, Manager or Key Managerial Personnel.
Number of Meetings of the Board attended during the year and other Directorships	Refer the Directors Report
Chairman/Member of the Committee of the Board of Directors of this Company	Refer the Directors Report
Committee Membership in other Companies	Kitex Childrenswear Limited: <ul style="list-style-type: none"> • CSR Committee as the Chairman Kitex Infantswear Limited: <ul style="list-style-type: none"> • Audit Committee as the Member • Nomination and Remuneration Committee as the Member
Shareholdings in the Company	34.18% holding

B. MRS. SUMI FRANCIS

Name of Director	Mrs. Sumi Francis
Date of Birth and Age	21.06.1981; 44 years of age
Qualification	Post Graduate Diploma in Business Administration (PGDBA)
Experience and expertise in specific functional areas	Worked in Educational, Insurance and manufacturing sectors over 10 years in Savoy Global, Kitex Garments Limited (worked in Kitex Garments Ltd from the year 2003 till 2007) to name a few, where she independently handled the Operations, Social Compliance, HR department in the senior management level.
Directorship held in other Companies	None
Listed entities other than Kitex Garments Limited in which the person holds Directorships and Committee Membership	None
Listed entities from which the person has resigned in the past three years	None
Details of terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Refer the Directors Report. Please also refer to Item No. 5 of explanatory statement.
Date of first appointment on the Board	13.11.2020
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to the any Director, Manager or Key Managerial Personnel.
Number of Meetings of the Board attended during the year and other Directorships	Refer the Directors Report
Chairman/Member of the Committee of the Board of Directors of this Company	Refer the Directors Report
Committee Membership in other Companies	Nil
Shareholdings in the Company	Nil
Skills and capabilities required for the role	The Nomination and Remuneration Committee (“NRC”), in recommending for the re-appointment of Mrs. Sumi Francis considered her contribution to the Board for the previous term of five years. Her experience in different departments in different organizations has given an advantage to contribute strategies that will align with the strategic vision of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company (“the Board”), at its meeting held on June 23, 2025 has, subject to approval of members, re-appointed Mr. Sabu M Jacob (DIN: 00046016) as Chairman and Managing Director of the Company for a period of 3 (three) years from the expiry of his present term, i.e., with effect from August 16, 2025 till August 15, 2028, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Upon his appointment, Mr. Sabu M Jacob would be considered as a Key Managerial Personnel (“KMP”) pursuant to Section 203 of the Act and will be liable to retire by rotation pursuant to Section 152(6) of the Act.

Mr. Sabu M Jacob has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Mr. Sabu M Jacob has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue

of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Members’ approval is sought for the re-appointment of and remuneration payable to Mr. Sabu M Jacob as a Chairman and Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (“the Act”). Broad particulars of the terms of reappointment of and remuneration payable to Mr. Sabu M Jacob are as under:

A. REMUNERATION IN CASE OF ADEQUATE PROFITS:

1. Basic Salary: ₹ 9 lakhs per month
2. Perquisites:
 - a) Contribution to Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961

- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and
- c) Encashment of leave at the end of the tenure.

For the purposes of calculating the ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, the same shall be evaluated at actual cost.

3. Commission, subject to the conditions that the total remuneration consisting of salary, allowances, perquisites and commission shall not exceed 5% of the net profit of the Company for any financial year computed in accordance with the provisions of the Companies Act, 2013.
4. Subject to the provision of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the annual remuneration payable to Chairman and Managing Director of the company, exceeds ₹ 5 Crores or 2.5% of the net profits of the Company as calculated under Section 198 of the Act whichever is higher and but remuneration including commission payable shall not exceed 5% of the net profit of the Company for any financial year computed in accordance with the provisions of the Companies Act, 2013.

B. MINIMUM REMUNERATION IN CASE OF LACK OR INADEQUACY OF PROFITS:

In the event of inadequacy of profits under Sections 197, 198 of the Act in any financial year during the tenure of appointment, Mr. Sabu M Jacob, the Managing Director shall be entitled to minimum remuneration comprising of salary, perquisites and allowances as detailed above.

C. GENERAL:

1. The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules.
2. The Chairman & Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
3. The Chairman & Managing Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sabu M. Jacob under Section 190 of the Act. Details of Mr. Sabu M. Jacob are provided elsewhere in this Notice of AGM, pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and (ii) Secretarial Standard on General Meetings issued by the ICSI.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

Except Mr. Sabu M. Jacob and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 4 of this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Mrs. Sumi Francis was appointed as an Independent Director at the 29th Annual General Meeting held on September 07, 2021 for a period of 5 years, effective from November 13, 2020 until November 12, 2025. She is eligible for re-appointment for a second term of 5 years, starting from November 13, 2025 until November 12, 2030.

Following the performance evaluation of Mrs. Sumi Francis and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), at their meeting held on June 23, 2025, re-appointed Mrs. Sumi Francis (DIN: 08950675) as a Non-Executive Independent Director of the Company for a second term of five years, from November 13, 2025 to November 12, 2030, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The profile and specific areas of expertise of Mrs. Sumi Francis are provided as part of this Notice.

The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company. The Company has received the consent from Mrs. Sumi Francis to act as a Director and declaration that she meets the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mrs. Sumi Francis has also confirmed that she is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of

Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mrs. Sumi fulfills the conditions for her appointment as an Independent Director as specified in the Act, Rules and the SEBI regulations. Mrs. Sumi is independent of the management and possesses appropriate skills, experience and knowledge.

The terms and conditions of her re-appointment is available for inspection by the Members at the registered office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

Except Mrs. Sumi Francis and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 5 of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Board at its meeting held on April 10, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. SVJS & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: P2008KE017900) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. SVJS & Associates is a Firm of Practicing Company Secretaries established in the year 2008, SVJS strives for sustained excellence in the field of compliance and governance practice, by being a true blend of the traditional and modern value systems, practices and culture. SVJS is headed by 5 Partners, who together bring to the fore more than 100 years of experience in compliance and governance management. Being an ISO certified Firm, there is a constant endeavor within SVJS to review and improve existing areas of service, while at the same time adding new areas of service, keeping in sight changing times and the turbulent business environment. In December 2021, SVJS was conferred the award for the Best Firm of Practicing Company Secretaries by the Institute of Company Secretaries of India (ICSI), New Delhi, as part of the National Awards for excellence in Corporate Governance for the year 2021.

M/s. SVJS & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. SVJS & Associates as Secretarial

Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

M/s. SVJS & Associates has appointed for an annual remuneration of ₹ 3,90,000 plus tax as applicable and on such terms and conditions including variation in remuneration as may be mutually agreed between the Board of Directors and M/s. SVJS & Associates. In addition to the secretarial audit, M/s. SVJS & Associates shall provide such other services in the nature of certifications and other professional work as permitted by the Companies Act, 2013 and SEBI Regulations and as approved by the Board of Directors.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the notice for approval by the members.

Item No. 7

The existing authorised share capital of the Company is ₹25,00,00,000 (Rupees Twenty Five Crores only) divided into 25,00,00,000 (Twenty Five Crores) equity shares of ₹ 1/- (Rupee One only) each.

In order to facilitate future requirements of the Company, including issue of further shares (such as for rights issue, bonus issue, conversion of securities, or raising capital), it is proposed to increase the authorised share capital of the Company from ₹25,00,00,000 to ₹ 50,00,00,000 by creation of additional 25,00,00,000 (Twenty Five Crores) equity shares of ₹ 1/- (Rupee One only) each.

Consequently, it is also proposed to alter Clause V (Capital Clause) of the Memorandum of Association of the Company, as required under Sections 61 and 64 of the Companies Act, 2013.

The Board of Directors, at its meeting held on 04th August 2025 has approved the said increase in the authorised share capital and the consequent alteration to the Memorandum of Association of the Company, subject to the approval of the shareholders.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

Item No. 8

Kitex Garments Limited was established in 1992 and evolved into one of the world's largest manufacturers of infant wear, serving global giants like Walmart, Carters, Gerber, and Amazon. By the early 2000s, Kitex had built state-of-the-art vertically integrated manufacturing facilities in Kerala, allowing complete control over spinning, knitting, dyeing, and finishing—ensuring consistent quality and efficiency. The company is expanding its operations into the state of Telangana to strengthen its business presence. Further the Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic and inorganic expansion. Accordingly, the Company intends to shore up adequate resources to meet its funding requirements.

Hence, our Company intends to undertake a capital raise by way of one or more qualified institutions placement to eligible investors through an issuance of equity shares and use the proceeds from the Issue, towards the capital expenditure, repayment of existing borrowings, long term working capital requirements for our Group Companies and general corporate purposes, provided that the amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue.

While the amounts proposed to be utilised against each of the objects have been specified, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board and/or such Committee, subject to compliance with applicable laws.

Accordingly, as approved by the board of directors of the Company ("Board") at their meeting held on August 04, 2025 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 1 each ("Equity Shares"), (hereinafter referred to as "Securities") in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLM and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 3,000 Crores (Rupees Three Thousand Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('SEBI ICDR Regulations'). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of

investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with BRLM and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any committee of the Board constituted for the aforesaid purpose thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Kerala at Ernakulam to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time. The proposed issue of capital is subject to completion of ongoing scheme of arrangement between Kitex Garments Limited and Kitex Childrenswear Limited and their respective shareholders and creditors.

The Issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations as follows :

1. the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;
2. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
3. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
4. the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any committee of Board constituted for the aforesaid purpose decides to open the proposed QIP of equity shares as provided under the SEBI ICDR Regulations;
5. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
6. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.

7. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
8. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
9. issue of Equity Shares to be made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board or such Committee to offer a discount of not more than 5% as permitted under SEBI ICDR Regulations on the QIP Floor Price;
10. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and
11. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the

discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Special Resolution set out at Item No. 8 of the notice for approval by the members.

Item No. 9

Your Company along with its promoter group company viz., Kitex Childrenswear Limited has incorporated a new company i.e., Kitex Apparel Parks Limited ("KAPL") in the state of Telangana for carrying out the same line business of the Company as an expansion plan. Mr. Sabu M. Jacob, Managing Director of the Company also holds position as Managing Director in Kitex Apparel Parks Limited. As on 31.03.2025, KAPL is having paid up capital of ₹ 601.79 Crores, which is subscribed and invested by Kitex Garments Limited and Kitex Childrenswear Limited. For setting up the business units and other business activities, KAPL proposed to avail loan facilities from various lenders including Banks, for which your Company will be required to provide guarantee to the lenders as and when required. Your Company will be carrying out various business transactions with KAPL in the form of fabric purchase/ fabric sale/ job work and such other transactions and is dependent on the requirement of both the Companies for its products from time to time and the ability to supply such specified infant's garments by these companies

Your company has noted that M/s. Kitex Apparel Parks Limited is falling under the category of a related party of the Company in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified and amended from time to time. The provisions of this regulation read with Policy on Related Party Transactions approved and notified by the Board of Directors of the Company shall consider a transaction with a related party as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1000 Crs or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time require all material related party transactions to be approved by the shareholders through an ordinary resolution and all the related parties shall not vote to approve on such resolutions. The Company envisages that the transactions to be entered into with M/s. Kitex Apparel Parks Limited whether individually and/or in aggregate would exceed the above stipulated threshold limit. The company therefore requires the approval of the shareholders by an ordinary resolution for entering into such transaction(s)/ Contract(s)/ arrangement(s) with M/s. Kitex Apparel Parks Limited upto a maximum amount as mentioned in the resolution for a period not exceeding fifteen months from the 33rd Annual General Meeting.

All related parties shall not vote to approve on this resolution.

Details of the proposed RPTs between the Company and Kitex Apparel Parks Limited ('KAPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, are as follows:

S. No	Description	Details of proposed RPTs between the Company and KAPL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT	
1.a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>KAPL is a Subsidiary of the Company wherein 70% of investment is made by the Company and balance 30% is invested by Kitex Childrenswear Ltd. being member of group company. The Company is Promoter of KAPL.</p> <p>KAPL is engaged in establishment and carrying on the business of textile items, such as yarn, fabrics, garments, wearing apparels made from natural or synthetic fibres or from blends of both including children's garments, babywear, infantswear, menswear, ladies wear irrespective of age limit and the like and also to procure all raw material and other auxiliary materials/ services required for the above and registered in the State of Telangana.</p> <p>KAPL falls within the related party of the Company and promoters of the Company are interested in the subsidiary company to the extent of their shareholding of the Company.</p>
1.b.	Type, material terms, monetary value and particulars including tenure and value of the proposed RPTs	<p>The Company and KAPL have entered into/ propose to be entered into the following RPTs for a period not exceeding fifteen months from the 33rd Annual General Meeting, for an aggregate value not exceeding ₹ 3,600 Crores:</p> <ul style="list-style-type: none"> • Investments, • Loans, • Guarantee, • Security, • Fabric sales & purchase, • Materials sales & purchase • Job work and • such other transactions including corporate guarantee against consortium to the extent of ₹ 2023 crores availed of by Kitex Apparel Parks Limited.
1.c.	(i) Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. (ii) such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	<p>359.51%</p> <p>KAPL is yet to commence the operations.</p>
2	Justification for the proposed RPTs and as to why the RPT is in the interest of the listed entity	The proposed transactions are as a part of new expansion project in the state of Telangana.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
3.a.	Details of the source of funds in connection with the proposed transaction	Own share capital / Internal accruals/ liquidity of the Company.
3.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not applicable
	- Nature of indebtedness,	
	- Cost of funds and	
	- Tenure	

S. No	Description	Details of proposed RPTs between the Company and KAPL
3.d.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Investments in KAPL <ul style="list-style-type: none"> The pricing is based on valuation/ as per approval of the Board of Directors of the Company. Tenure: Not Applicable. Interest rate: Not Applicable. Repayment Schedule: Not Applicable
3.e.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of KAPL
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism of RPTs would be as per arm's length criteria based on the market price or alternative pricing method of relevant materials and/ or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements/ recoveries, same would be basis actual cost incurred.
5	Name of the Director or Key Managerial Personnel ("KMP") who is related, if any, and the nature of their relationship	Mr. Sabu M Jacob and Mrs. Sindhu Chandrasekharan. Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL. He is the promoter for both the companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of Kitex Garments Limited, is also a Director of KAPL.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Apart from above, the other requisite information is also given as follows:

1.	Name of the related parties	Kitex Apparel Parks Limited (KAPL)
2.	Name of the Director or KMP who is related	Mr. Sabu M Jacob Mrs. Sindhu Chandrasekharan
3.	Nature of relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL. He is the promoter for both the companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of Kitex Garments Limited is also a Director of KAPL.
4.	Monetary Value	The estimated aggregate transaction value for the matters proposed in the resolution shall not exceed ₹ 3,600 Crores for KAPL
5.	Nature, material terms and particulars of arrangements	Investments, loans, Guarantee, security, fabric sales, fabric purchase, job work and such other transactions including corporate guarantee against consortium to the extent of ₹ 2023 Crores availed of by Kitex Apparel Parks Limited. These transactions would be in the ordinary course of the company's business and at the arm's length basis.
6	Any advance paid or received for the arrangement if any	Will be considered as per industry norms, custom and uses.
7	Tenure of Contract	For a period not exceeding fifteen months from the 33 rd Annual General Meeting
8	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Audit Committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on June 23, 2025 and have approved the proposed arrangements with the Related Party M/s. Kitex Apparel Parks Limited and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

As on 31.03.2025, the Company together with Kitex Childrenswear Limited being promoters of the Company are holding 601789995 shares in KAPL.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the notice for approval by the members.

Item No. 10

Your Company is involved in the business of selling processed fabrics to M/s. Kitex Childrenswear Limited, (hereinafter referred to as "the KCL") an unlisted company which is also promoted by Mr. Sabu M Jacob who is also the Director of this company. Your company also takes on rent and also rent out some portion of the factory premises to KCL and also engages KCL for undertaking special job work contracts. The sale of processed fabrics and Job work contracts dependent on the requirement of both the Companies for its products from time to time and the ability to supply such specified Childrenswear by these companies.

During the course of its business, KCL also sells its products to other companies.

Your company has noted that M/s. Kitex Childrenswear Limited fall under the category of a related party of the Company in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified and amended from time to time. The provisions of this regulation read with Policy on Related Party Transactions approved and notified by the Board of Directors of the Company consider a transaction with a related party material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1000 Crs or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time require all material related party transactions to be approved by the shareholders through an ordinary resolution and the related parties shall not vote to approve such resolutions. The Company envisages that the transactions entered into with M/s. Kitex Childrenswear Limited whether individually and/or in aggregate would exceed the above stipulated threshold limit. The company therefore requires the approval of the shareholders by an ordinary resolution for entering into such transaction(s)/ Contract(s)/ arrangement(s) with M/s. Kitex Childrenswear Limited upto a maximum amount as mentioned in the resolution for a period not exceeding fifteen months from the 33rd Annual General Meeting.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis, the same is being sought as an abundant precautionary measure.

All related parties shall not vote to approve on this resolution.

Details of the proposed RPTs between the Company and Kitex Childrenswear Limited ('KCL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, are as follows:

S. No	Description	Details of proposed RPTs between the Company and KCL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT	
1.a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>KCL is a promoter group company of Kitex Garments Limited.</p> <p>KCL is engaged in the business of manufacturers, dealers, purchasers, sellers, importers, and exporters of textile items such as yarn, fabrics, garments, wearing apparels, made from natural or synthetic fibers or from blends of both and registered in the State of Kerala.</p> <p>KCL falls within the related party definition of the Company and are interested in the subsidiary company to the extent of their shareholding of the Company.</p>

S. No	Description	Details of proposed RPTs between the Company and KCL
1.b.	Type, material terms, monetary value and particulars of the proposed RPTs	<p>The Company and KCL have entered into/ propose to enter into the following RPTs for a period not exceeding fifteen months from the 33rd Annual General Meeting for an aggregate value not exceeding ₹ 400 Crores:</p> <p>Purchase and sale of Processed Textiles, job work contracts, also takes on rent and rent out some portion of the factory premises to KCL by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However such transactions would be in the ordinary course of the company's business and at the arm's length basis</p>
1.c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	39.95%
2	Justification for the proposed RPTs and as to why the RPT is in the interest of the listed entity	The company provides fabric sale and also job work to KCL which is an integral part of RPTs.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
3.a.	Details of the source of funds in connection with the proposed transaction	Own share capital / Internal accruals/ liquidity of the Company.
3.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds and - Tenure 	Not applicable
3.d.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
3.e.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism of RPTs would be as per arm's length criteria based on the market price or alternative pricing method of relevant materials and/ or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements/ recoveries, same would be basis actual cost incurred.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) and is also the Director of KCL. He is the promoter for both the companies. He is holding 99.99% shares in KCL along with his wife.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Apart from above, the other requisite information is also given as follows:

1.	Name of the related parties	Kitex Childrenswear Limited (KCL)
2.	Name of the Director or KMP who is related	Mr. Sabu M Jacob
3.	Nature of relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) and is also the Director of KCL. He is the promoter for both the companies. He is holding 99.99% shares in KCL along with his wife.
4.	Monetary Value	The estimated aggregate contract value for the matters proposed in the resolution shall not exceed ₹ 400 Crores for KCL.
5.	Nature, material terms and particulars of arrangements	Purchase and sale of Processed Textiles, job work contracts, also takes on rent and rent out some portion of the factory premises to KCL by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However such transactions would be in the ordinary course of the company's business and at the arm's length basis.
6.	Any advance paid or received for the arrangement if any	As per industry norms, custom and uses.
7.	Tenure of Contract	For a period not exceeding fifteen months from the 33 rd Annual General Meeting
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Audit Committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on June 23, 2025 have approved the proposed arrangements with the Related Party M/s. Kitex Childrenswear Limited and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

Mr. Sabu M. Jacob together with his relatives and directors of the company who directly hold in aggregate of 9,49,829 equity shares (99.99%) of the Kitex Childrenswear Ltd (Mr. Sabu M. Jacob: 946960 shares, Mrs. Renjitha Joseph: 2850 shares, Mrs. Sindhu Chandrasekharan: 19 shares) are concerned or interested in the ordinary resolution under Agenda Item No. 10.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

Item No. 11

Your Company sells garments consisting of Baby suits, Sleepwear, Rompers, Burps, Bips and Training Pants to M/s. Kitex USA LLC (hereinafter referred to as "the KUL") a company registered in Delaware, USA under laws of that country having a joint investment of 50:50 by the Company together with M/s.

Kitex Childrenswear Limited (KCL), an unlisted Company which was promoted by Mr. Sabu M. Jacob who is also the Managing Director of KGL and a Director in KCL. The sale of baby garments/ investments dependent on the requirement of both the Companies for its products from time to time and the ability to supply such specified Childrenswear by this company to its clients. During the course of its business, KUL has been selling its products to other companies.

Your company has noted that M/s. Kitex USA LLC fall under the category of a related party of the Company in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified and amended from time to time. The provisions of this regulation read with Policy on Related Party Transactions approved and notified by the Board of Directors of the Company consider a transaction with a related party as material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1000 Crs or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time require all material related party transactions to be approved by the shareholders through an ordinary resolution and the related parties shall not vote to approve on such resolutions. The Company envisages that the transactions entered into with M/s. Kitex USA LLC whether individually and/or in aggregate would exceed the above stipulated threshold limit. The company therefore requires the approval of the shareholders by an ordinary resolution for entering into such transaction(s)/ Contract(s)/ arrangement(s) with M/s. Kitex USA LLC upto a maximum amount as mentioned in the resolution for a period not exceeding fifteen months from the 33rd Annual General Meeting.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013

and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis, the same is being sought as an abundant precautionary measure.

All related parties shall not vote to approve on this resolution.

Details of the proposed RPTs between the Company and Kitex USA LLC ('KUL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, are as follows:

S. No	Description	Details of proposed RPTs between the Company and KUL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT	
1.a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>KUL is an Associate company of Kitex Garments Limited.</p> <p>KUL is into Purchase and sale of Garments by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However, such transactions would be in the ordinary course of the company's business and at the arm's length basis.</p> <p>KUL falls within the related party definition of the Company and are interested in the company to the extent of their shareholding of the Company.</p>
1.b.	Type, material terms, monetary value and particulars of the proposed RPTs	<p>The Company and KUL have entered into/ propose to enter into the following RPTs for a period not exceeding fifteen months from the 33rd Annual General Meeting for an aggregate value not exceeding ₹ 300 Crores:</p> <p>KUL is into Purchase and sale of Garments by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However such transactions would be in the ordinary course of the company's business and at the arm's length basis.</p>
1.c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	29.96%
2	Justification for the proposed RPTs and that it is in the interest of the listed entity	The company executes RPT with KUL by selling products/ availing services/ investments which in turn sells to its client is an integral part of RPTs.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
3.a.	Details of the source of funds in connection with the proposed transaction	Own share capital / Internal accruals/ liquidity of the Company.
3.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
3.d.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
3.e.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism of RPTs would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/ or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements/ recoveries, same would be basis actual cost incurred.

S. No	Description	Details of proposed RPTs between the Company and KUL
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. KGL and KCL jointly invested in KUL in the proportion of 50:50. Mr. K. L. V. Narayanan being the Non Executive Director of the Company, is also the Director of KUL.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Apart from above, the other requisite information is also given as follows:

1.	Name of the related parties	Kitex USA LLC (KUL)
2.	Name of the Director or KMP who is related	Mr. Sabu M Jacob & Mr. K.L.V. Narayanan
3.	Nature of relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. KGL and KCL jointly invested in KUL in the proportion of 50:50.
4.	Monetary Value	The estimated aggregate contract value for the matters proposed in the resolution shall not exceed ₹ 300 Crores for KUL.
5.	Nature, material terms and particulars of arrangements	Purchase and sale of Garments by the company as these are dependent on the requirement of both companies for its products from time to time and the ability to supply of specified material by these companies. However such transactions would be in the ordinary course of the company's business and at the arm's length basis.
6.	Any advance paid or received for the arrangement if any	As per industry norms, custom and uses.
7.	Tenure of Contract	For a period not exceeding fifteen months from the 33 rd Annual General Meeting
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on June 23, 2025 and have approved the proposed arrangements with the Related Party M/s. Kitex USA LLC and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

As on March 31, 2025, Kitex Childrenswear Limited is holding 4250210.09 fully paid-up membership units of USD 1 in Kitex USA LLC.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

The Board recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval by the members.

Item No. 12

Regulation 23 (2) of the SEBI Listing Regulations, inter alia, states that a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary. Pursuant to Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require prior approval of the shareholders through resolution.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries

on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

All related parties shall not vote to approve on this resolution.

Details of the proposed RPTs of identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Building Systems L.L.C-FZ related party of the Company including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No	Description	Details of proposed RPTs between KAPL and KBS L.L.C-FZ
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPT	
1.a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Kitex Building Systems L.L.C-FZ (KBS LLC-FZ) incorporated in Dubai is a wholly-owned subsidiary of Kitex Childrenswear Limited which is the promoter of the Company. KBS LLC-FZ is engaged in the business of supply of pre-fabricated building materials to indian as well as global customers.
1.b.	Type, material terms, monetary value and particulars of the proposed RPTs	The subsidiary company KAPL and KBSL-F has entered into/ propose to enter into the following RPTs for a period not exceeding fifteen months from the 33 rd Annual General Meeting for an aggregate value not exceeding ₹ 400 Crores: KBS LLC-FZ is into the business of supply of pre-fabricated building materials as per the requirement of the subsidiary company, KAPL from time to time. However such transactions would be in the ordinary course of the company's business and at the arm's length basis.
1.c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. Such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	39.95% KAPL is yet to commence its operations
2	Justification for the proposed RPTs and that it is in the interest of the listed entity	KAPL executes RPT with KBS LLC-FZ by purchasing products which in turn purchases from its client is an integral part of RPTs.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
3.a.	Details of the source of funds in connection with the proposed transaction	Not Applicable
3.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not Applicable
3.d.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
3.e.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA

S. No	Description	Details of proposed RPTs between KAPL and KBS L.L.C-FZ
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism of RPTs would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/ or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements/ recoveries, same would be basis actual cost incurred.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Sabu M. Jacob is the Chairman & Managing Director of the Kitex Garments Limited (KGL) and the Director of Kitex Childrenswear Limited (KCL). He is the promoter for all these companies. He is also the Director and Manager of KBS LLC-FZ.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Audit Committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on June 23, 2025 and have approved the proposed arrangements between the material subsidiary, Kitex Apparel Parks Limited and Kitex Building Systems L.L.C-FZ and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

As on March 31, 2025, Kitex Childrenswear Limited is holding 4000 shares of 500 AED as well as KCL is the holding company of the said Kitex Building Systems L.L.C-FZ.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.

Item No. 13

Regulation 23 (2) of the SEBI Listing Regulations, inter alia, states that a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall

require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary. Pursuant to Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require prior approval of the shareholders through resolution.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

All related parties shall not vote to approve on this resolution.

Details of the proposed RPTs of identified subsidiary of the Company, viz., Kitex Apparel Parks Limited (KAPL) with Kitex Childrenswear Limited related party of the Company including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No	Description	Details of proposed RPTs between KAPL and KCL
1	Summary of information provided by the Management to the	Audit Committee for approval of the proposed RPT
1.a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>KCL is a promoter group company of Kitex Apparel Parks Limited</p> <p>KCL is engaged in the business of manufacturers, dealers, purchasers, sellers, importers, and exporters of textile items such as yarn, fabrics, garments, wearing apparels, made from natural or synthetic fibers or from blends of both and registered in the State of Kerala.</p> <p>KCL falls within the related party definition of the KAPL and is interested in the to the extent of their shareholding in the subsidiary Company.</p>
1.b.	Type, material terms, monetary value and particulars of the proposed RPTs	<p>KAPL and KCL have entered into/ propose to enter into the following RPTs for a period not exceeding fifteen months from the 33rd Annual General Meeting for an aggregate value not exceeding ₹ 2,800 Crores:</p> <ul style="list-style-type: none"> • Investments, • Loans, • Guarantee, • Security, • Fabric sales & purchase, • Materials sales & purchase • Job work and <p>such other transactions including corporate guarantee against consortium to the extent of ₹ 2023 crores availed of by Kitex Apparel Parks Limited.</p>
1.c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs. Such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	279.62% KAPL is yet to commence its operations
2	Justification for the proposed RPTs and as to why the RPT is in the interest of the listed entity	The proposed transactions are as a part of new expansion project in the state of Telangana.
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
3.a.	Details of the source of funds in connection with the proposed transaction	Own share capital / Internal accruals/ liquidity of the Company.
3.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
3.d.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>Investments in KAPL</p> <ul style="list-style-type: none"> • The pricing is based on valuation/ as per approval of the Board of Directors of the Company. • Tenure: Not Applicable. • Interest rate: Not Applicable. <p>Repayment Schedule: Not Applicable</p>

S. No	Description	Details of proposed RPTs between KAPL and KCL
3.e.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of KAPL
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism of RPTs would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/ or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements/ recoveries, same would be basis actual cost incurred.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Sabu M Jacob and Mrs. Sindhu Chandrasekharan. Mr. Sabu M. Jacob is the Chairman & Managing Director of Kitex Garments Limited (KGL) also holds position as Managing Director of KAPL and Director of KCL. He is the promoter for all the three companies. Mrs. Sindhu Chandrasekharan, Whole Time Director of Kitex Garments Limited, is also a Director of KAPL.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Audit Committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on June 23, 2025 and have approved the proposed arrangements between the material subsidiary, Kitex Apparel Parks Limited and Kitex Childrenswear Limited and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

Mr. Sabu M. Jacob together with his relatives and directors of the company who directly hold in aggregate of 9,49,829 equity shares (99.99%) of the Kitex Childrenswear Ltd (Mr. Sabu M. Jacob: 946960 shares, Mrs. Renjitha Joseph: 2850 shares, Mrs. Sindhu Chandrasekharan: 19 shares) are concerned or interested in the ordinary resolution under Agenda Item No. 13. As on 31.03.2025, the Company together with Kitex Childrenswear Limited being promoters of the Company are holding 601789995 shares in KAPL.

None of the Directors/Key Managerial Personnel of the Company or any of their relatives are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Relevant documents in respect of the said items would be made available, for inspection by the members at the Registered Office of the Company and electronically between 11.00 a.m and 3.00 p.m from Monday to Friday up to the date of AGM.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

By Order of the Board of Directors
For **Kitex Garments Limited**

Dayana Joseph

Kizhakkambalam
August 04, 2025

Company Secretary
Mem No: ACS 61808